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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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QUARTERLY REPORT UNDER SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED MARCH 31, 1992

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Commission File Number 0-4518

DEPOSIT GUARANTY CORP.
(Exact Name Of Registrant As Specified In Charter)

134

Mississippi	64-0472169
(State Or Other Jurisdiction Of Incorporation Or Organization)	(IRS Employer Identification Number)

210 East Capitol Street, Jackson, MS 39201
(Address Of Principal Executive Offices)
(Zip Code)

(601) 354-8564
(Registrant's Telephone Number)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO _____

Shares Of Common Stock, No Par Value, Outstanding
As Of March 31, 1992: 8,101,047

The total number of sequential pages contained in this document is 15.
The exhibit index is located at sequential page number 12.

PART I: Financial Information
ITEM 1. Financial Statements
Deposit Guaranty Corp. and Subsidiaries
Condensed Consolidated Statements of Condition
(In Thousands Except Share Data)

	March 31, 1992	December 31, 1991
Assets		
Cash and due from banks	$ 313,710	$ 324,935
Interest-bearing bank balances	104,799	99,724
Investment securities (market value: 1992 - $1,652,206; 1991 - $1,740,897)	1,609,682	1,666,859
Trading account securities	2,751	2,793
Federal funds sold and securities purchased under agreements to resell	298,375	398,664
Loans	2,328,035	2,364,041
Less: Unearned income	(47,909)	(52,518)
Allowance for possible loan losses	(87,671)	(87,493)
Net loans	2,192,455	2,224,030
Bank premises and equipment	120,777	121,850
Other assets	248,170	219,983
Total assets	$4,890,719	$5,058,838
Liabilities		
Deposits:		
Noninterest-bearing	$ 716,675	$ 721,681
Interest-bearing	3,198,496	3,353,924
Total deposits	3,915,171	4,075,605
Federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings	562,972	597,372
Long-term debt	18,139	24,020
Other liabilities	96,883	76,236
Total liabilities	4,593,165	4,773,233
Stockholders' equity		
Cumulative preferred stock, no par value, authorized: 10,000,000 shares of class A voting; and 10,000,000 shares of class B non-voting; issued and outstanding: none	--	--
Common stock, no par value, authorized 50,000,000 shares; issued and outstanding: 1992 - 8,101,047 shares; 1991 - 7,899,998 shares	17,774	17,332
Surplus	134,717	129,139
Retained earnings	145,063	139,134
Total stockholders' equity	297,554	285,605
Total liabilities and stockholders' equity	$4,890,719	$5,058,838

PART I. Financial Information
ITEM 1. Financial Statements (Continued)
Deposit Guaranty Corp. and Subsidiaries
Condensed Consolidated Statements of Earnings
(In Thousands Except Share Data)

	Three Months Ended March 31,	
	1992	1991
Interest income		
Interest and fees on loans	$ 48,223	$ 62,193
Interest on investment securities:		
Taxable	28,105	25,904
Exempt from Federal income tax	3,344	4,150
Interest on trading account securities	58	71
Interest on Federal funds sold and securities purchased under agreements to resell	3,979	7,689
Interest on bank balances	1,732	1,969
Total interest income	85,441	101,976
Interest expense		
Interest on deposits	40,115	55,069
Interest on Federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings	5,026	7,923
Interest on long-term debt	513	525
Total interest expense	45,654	63,517
Net interest income	39,787	38,459
Provision for possible loan losses	4,564	5,130
Net interest income after provision for possible loan losses	35,223	33,329
Other operating income		
Service charges on deposit accounts	5,647	5,078
Fees for trust services	2,772	2,732
Investment securities gains (losses)	423	(57)
Other service charges, commissions and fees	6,580	6,490
Other income	1,787	1,907
Total other operating income	17,209	16,150
Other operating expense		
Salaries and employee benefits	21,338	19,714
Net occupancy expense	2,692	2,701
Equipment expense	3,329	3,576
Service fees	2,494	2,465
Communication	1,821	1,780
FDIC assessment	2,257	1,874
Advertising	2,018	1,636
Other expense	4,071	4,208
Total other operating expense	40,020	37,954
Income before income taxes	12,412	11,525
Income tax expense	3,394	2,821
Net income	$ 9,018	$ 8,704
Net income per share:		
Primary	$ 1.14	$ 1.10
Fully diluted	1.07	1.04
Cash dividends per share:	$ .39	$ .39
Weighted average shares outstanding:		
Primary	7,922,595	7,899,998
Fully diluted	8,921,194	8,721,194

PART I. Financial Information
ITEM 1. Financial Statements (Continued)
Deposit Guaranty Corp. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In Thousands Except Share Data)

	Three Months Ended March 31,	
	1992	1991
Cash flows from operating activities:		
Net income	$ 9,018	$ 8,704
Adjustments to reconcile net income to net cash used by operating activities:		
Provision for possible loan losses	4,564	5,130
Provision for possible losses on other real estate	122	11
Provision for depreciation and amortization	4,765	4,812
Accretion of discount on investment securities, net	(2,064)	(3,676)
Deferred loan fees and costs	(23)	(35)
Increase (decrease) in other liabilities	4,279	(10,089)
Increase in other assets	(10,993)	(3,309)
Net cash paid for loans held for resale	(15,600)	(8,324)
(Gain) loss on sale of investment securities	(423)	57
Other, net	(194)	(880)
Net cash used by operating activities	(6,549)	(7,599)
Cash flows from investing activities:		
Net (increase) decrease in interest-bearing bank balances	(5,076)	30,007
Proceeds from sales of investment securities	28,940	8,711
Proceeds from maturities of investment securities	113,029	41,142
Purchases of investment securities	(82,279)	(122,165)
Net decrease (increase) in Federal funds sold and securities purchased under agreements to resell	100,289	(43,093)
Net decrease in loans	38,395	68,235
Proceeds from sales of other real estate	2,229	1,433
Purchases of bank premises and equipment	(2,337)	(2,330)
Proceeds from sales of bank premises and equipment	25	37
Net cash provided (used) by investing activities	193,215	(18,023)

PART I. Financial Information
ITEM 1. Financial Statements (Continued)
Deposit Guaranty Corp. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In Thousands Except Share Data)

	Three Months Ended March 31,	
	1992	1991
Cash flows from financing activities:		
Net (decrease) increase in deposits	(160,403)	38,786
Net decrease in Federal funds purchased, securities sold under agreements to repurchase, and other short-term borrowings	(34,400)	(86,318)
Cash dividends paid	(3,088)	(3,081)
Net cash used by financing activities	(197,891)	(50,613)
Decrease in cash and due from banks	(11,225)	(76,235)
Cash and due from banks at beginning of period	324,935	366,504
Cash and due from banks at end of period	$ 313,710	$ 290,269

Income taxes:
The Company made no income tax payments during the three month period ended March 31, 1992 and paid $6.3 million during the three month period ended March 31, 1991.

Interest:
The Company paid $47.6 million and $64.9 million in interest on deposits and other borrowings during the three month periods ended March 31, 1992, and 1991, respectively.

Convertible debt:
During the first quarter of 1992, $5.9 million of the Company's convertible subordinated debentures were converted into 201,049 shares of common stock.

PART I. Financial Information
ITEM 1. Financial Statements
Deposit Guaranty Corp. and Subsidiaries
Notes to Condensed Consolidated Financial Statements

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with generally accepted accounting principles. All adjustments which, in the opinion of management, are necessary for a fair presentation of financial position and results of operations have been made.

The condensed consolidated financial statements of Deposit Guaranty Corp. include the financial statements of Deposit Guaranty National Bank, a 98%-owned subsidiary, G & W Life Insurance Co., a 79%-owned subsidiary, and Commercial National Corporation, a wholly-owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation.

NOTE B - CONTINGENCIES

The Company's subsidiary, Commercial National Bank (Commercial), is a defendant in litigation arising out of a Louisiana Housing Finance Agency Municipal Bond Issue. Commercial was trustee for the issue and, in general, it is claimed that fraud was practiced on the bondholders in that the proceeds of the issue were not used for the purpose stated in the official statement. Additionally, the claim alleges conspiracy and improper conduct concerning Commercial's role as trustee. Although the litigation currently involves only one bondholder, certification as a class action suit has been requested. The claim does not specify damages, but involves a $150,000,000 bond issue. While the ultimate outcome of the lawsuit at this time cannot be predicted with certainty, management believes that Commercial has good and meritorious defenses and should prevail.

NOTE C - LONG-TERM DEBT

On March 17, 1992, the Company called for redemption all of its 8 3/4% convertible subordinated debentures due 2010. The debentures were convertible into the Company's common stock or redeemable at a cash redemption price of $1,064.65 per $1,000 debenture. On April 17, 1992, the call for redemption was completed, resulting in all of the $23.5 million of debentures being converted into 803,686 shares of common stock. Assuming the conversion had taken place at the beginning of each period presented, primary net income per share would have been equal to the reported fully diluted net income per share.

INDEPENDENT AUDITORS' REPORT

The Board of Directors
Deposit Guaranty Corp.:

We have reviewed the condensed consolidated statement of condition of Deposit Guaranty Corp. and subsidiaries as of March 31, 1992 and the related condensed consolidated statements of earnings and cash flows for the three-month periods ended March 31, 1992 and 1991, in accordance with standards established by the American Institute of Certified Public Accountants.

A review of interim financial information consists principally of obtaining an understanding of the system for the preparation of interim financial information, applying analytical review procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated statement of condition of Deposit Guaranty Corp. and consolidated subsidiaries as of December 31, 1991, and the related consolidated statements of earnings, changes in stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated January 31, 1992, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated statement of condition as of December 31, 1991, is fairly presented, in all material respects, in relation to the consolidated statement of condition from which it has been derived.

KPMG Peat Marwick

KPMG Peat Marwick

Jackson, Mississippi
April 21, 1992

Part I. Financial Information
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
Deposit Guaranty Corp. and Subsidiaries

The following discussion reviews the financial condition and the results of operations of Deposit Guaranty Corp. (the Company) for the three-month periods ending March 31, 1992 and 1991. This discussion should be read in conjunction with the condensed consolidated financial statements included in Part I, Item 1.

Balance Sheet

Total assets were $4.891 billion at March 31, 1992, compared to $5.059 billion at December 31, 1991. Investment securities decreased $57 million from December 31, 1991 to March 31, 1992, largely due to an increase in the volume of prepayments on mortgage-backed securities. As a result of a decrease in the available funding sources and the low rate environment, funds were not reinvested in the investment portfolio. Total loans decreased from $2.312 billion at December 31, 1991 to $2.280 billion at March 31, 1992, primarily as a result of weak loan demand as a result of slow economic growth. Federal funds sold and securities purchased under agreements to resell decreased $100 million in the first quarter of 1992. Total deposits decreased $160 million from December 31, 1991 to March 31, 1992, largely as a result of a decrease in interest-bearing deposits. During the first quarter of 1992 the Company moved approximately $120 million in interest-bearing deposits held on behalf of its trust customers to alternative investments due to low spreads earned on these funds. As interest rates remain low, short-term liquid deposits are growing as customers avoid committing to a long-term investment at lower rates. Total stockholders' equity was $297.6 million at March 31, 1992, compared to $285.6 million at December 31, 1991. This represents an increase of $12 million of which $5.9 million is due to the conversion of the Company's convertible subordinated debentures into common stock discussed below in Capital.

Net Income

Net income for the first quarter of 1992 was $9.0 million compared to $8.7 million for the first quarter of 1991. Fully diluted net income per share was $1.07 for the first quarter of 1992 compared to $1.04 for the same period in 1991.

Net Interest Income

Net interest income for the first quarter of 1992 was $39.8 million compared to $38.5 million for the same period in 1991. The tax equivalent net interest margin was 3.82% for the first quarter of 1992 compared to 3.79% in 1991. This increase in the margin was a result of an increase in the interest spread and a decrease in liability funding. The interest spread, the difference between the yield on interest-earning assets and the rate paid on interest-bearing liabilities, increased from 3.06% for the first quarter of 1991 to 3.28% for the first quarter of 1992. This increase in the

Net charge-offs for the first quarter of 1992 were $4.4 million or .77% of average total loans. Although this represents an increase when compared to the first quarter of 1991 net charge-offs of $2.8 million or .45% of average total loans, the first quarter 1992 performance is consistent with the performance for the twelve months of 1991 where net charge-offs to average total loans were .78% for the year.

Capital

The Company's capital ratios continue to be higher than the minimum regulatory guidelines. At March 31, 1992, the leverage ratio (tier 1 to total assets) was 5.86% compared to 5.36% at March 31, 1991. Under the 1992 risk-based capital guidelines, the tier 1 capital and total risk-based capital ratios continue to be well above regulatory guidelines.

On March 17, 1992, the Company called for redemption all of its 8 3/4% convertible subordinated debentures due 2010. The debentures were convertible into the Company's common stock or redeemable for cash. As of March 31, 1992, $5.9 million of debentures had been converted to 201,049 shares of common stock, increasing stockholders' equity by approximately the same amount. On April 17, 1992, the call for redemption was completed, resulting in all of the $23.5 million of debentures being converted into 803,686 shares of common stock, increasing stockholders' equity by approximately the same amount.

Liquidity

As part of its liquidity management process, the Company maintains a Federal funds market within Mississippi, Louisiana and other contiguous states. Historically, the Company has relied more on Federal funds purchased and securities sold under agreements to repurchase as a funding source than it does today. During the past several years the Company has emphasized growth in core deposits to fund its asset growth. A portion of the growth in core deposits has been a result of the Company's merger and acquisition activity. The Company also maintains funding relationships with numerous banks and other financial institutions. Borrowings from these sources remain generally small, as the Company prefers to meet liquidity requirements through basic growth and through the matching of maturities of assets and liabilities, especially during seasonal periods of liquidity outflows.

interest spread was primarily the result of the Company reducing interest rates paid on many of its deposit accounts which were traditionally considered fixed rate. These rates were reduced in the fourth quarter of 1991 as result of the significant drop in the prime rate during 1991. Liability funding, the percentage of interest-earning assets funded by interest-bearing liabilities, decreased from 89.00% in the first quarter of 1991 to 88.49% in the first quarter of 1992. This decrease in liability funding is a result of an increase in average demand deposits from $653.4 million for the first quarter of 1991 to $701.4 million for the first quarter of 1992.

Other Operating Income

Other operating income for the first quarter of 1992 was $17.2 million compared to $16.2 million for the first quarter of 1991. This increase of $1.0 million was primarily the result of an increase in service charges on deposit accounts and gains on investment securities transactions. The increase in service charges on deposit accounts was primarily due to adjustments in fee schedules. Investment securities gains for the first quarter of 1992 were $423 thousand compared to investment securities losses of $57 thousand for the same period in 1991. Other income for the first quarter of 1992 reflects a gain of $460 thousand resulting from the disposal of stock warrants. Other income for the first quarter of 1991 reflects a $560 thousand gain on the sale of leased assets.

Other Operating Expense

Other operating expense for the first quarter of 1992 was $40.0 million compared to $38.0 million for the first quarter of 1991. This represents an increase of 5.4% and was primarily due to increases in salaries and employee benefits, advertising expense and FDIC assessment. Salaries and employee benefits increased $1.6 million due to normal salary increases, an increase in employee incentive plans and an increase in the cost of employee benefits such as group medical insurance and FICA and unemployment taxes. The increase in advertising expense of $382 thousand was primarily due to the effect of timing. The FDIC assessment increased $383 thousand as a result of increases in the FDIC assessment rate in July 1991.

Credit Quality

The provision for possible loan losses was $4.6 million for the first quarter of 1992 compared to $5.1 million for the first quarter of 1991. This decrease in the provision can be attributed to management's assessment of the level of risk in the loan portfolio and the adequacy of the allowance for possible loan losses. The allowance for possible loan losses at March 31, 1992, was 3.84% of total loans outstanding compared to 3.70% at March 31, 1991. Nonperforming assets were $101.6 million at March 31, 1992, compared to $100.7 million at December 31, 1991.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material changes to the legal proceedings described in Item 3 of the Registrant's annual report on Form 10-K (file number 0-4518) filed with the Commission for fiscal year ended December 31, 1991.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibit Index

Exhibit	Table Number	Sequential Page Number
Plan of acquisition, reorganization, arrangement, liquidation or succession	(2)	N/A
Instruments defining the rights of security holders, including indentures	(4)	N/A
Statement re computation of per share earnings	(11)	14
Letter re unaudited interim financial information	(15)	15
Letter re change in certifying accountant	(16)	N/A
Letter re change in accounting principles	(18)	N/A
Previously unfiled documents	(19)	N/A
Report furnished to security holders	(20)	N/A
Published report regarding matters submitted to vote of security holders	(23)	N/A
Consents of experts and counsel	(24)	N/A
Power of attorney	(25)	N/A
Additional exhibits	(28)	N/A

(b) No reports on Form 8 K have been filed during the quarter ended March 31, 1992.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DEPOSIT GUARANTY CORP.
(Registrant)

DATE: May 14, 1992

E. B. Robinson, Jr.
Chairman of the Board and
Chief Executive Officer

DATE: May 14, 1992

Arlen L. McDonald, Treasurer,
Principal Financial and
Accounting Officer

Deposit Guaranty Corp.
Computation of Net Income Per Share
March 31, 1991

	Three Months Ended March 31,	
	Primary	Fully Diluted
Computation of weighted average shares outstanding:		
Common stock outstanding, beginning balance	7,899,998	7,899,998
Conversion of convertible subordinated debentures issued June 18, 1985	22,597	22,597
Assume conversion of convertible subordinated debentures issued June 18, 1985 into 620,147 shares of common stock	--	798,599
Weighted average shares outstanding	7,922,595	8,721,194
Computation of net income:		
Net income	$9,018,000	$9,018,000
Add: Interest expenses on convertible subordinated debentures, less tax effect at 34%	--	339,000
	$9,018,000	$9,357,000
Computation of net income per share:		
Net income divided by weighted average shares outstanding	$1.14	$1.07

KPMG Peat Marwick

Certified Public Accountants

Suite 1100
One Jackson Place
188 East Capitol Street
Jackson, MS 39201

Deposit Guaranty Corp.
Jackson, Mississippi

Gentlemen:

Re: March 31, 1992 Quarterly Report on Form 10-Q

With respect to the subject Quarterly Report, we acknowledge our awareness of the use therein of our report dated April 21, 1992 related to our review of interim financial information.

Pursuant to Rule 436(c) under the Securities Act, such report is not considered a part of a Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Act.

Very truly yours,

KPMG Peat Marwick

Jackson, Mississippi
May 14, 1992